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ARTICLES OF INCORPORATION

OF

HEALTHPARK FLORIDA EAST PROPERTY OWNERS ASSOCIATION, INC.

WE, the undersigned, acting as incorporators of a non-profit corporation under Chapter 617 of the Florida Statutes, do hereby adopt the following Articles of Incorporation for such corporation:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2000 JUN 19 AM 9:39

FILED

ARTICLE I

The name of the Corporation (hereafter called the "Association") is HEALTHPARK FLORIDA EAST PROPERTY OWNERS ASSOCIATION, INC. The principal place of business is 9800 S. Healthpark Dr., Suite 405, Ft. Myers, Fl 33908.

ARTICLE II

The specific primary purposes for which the Association is formed are to provide maintenance, preservation, and architectural control of the lots and common areas within a certain mixed-use tract of real estate known as "HEALTHPARK FLORIDA EAST", described on Exhibit "A" attached hereto and made part hereof by reference, and to promote the health, safety, and welfare of the owners within the above-described property and such additions thereto as may hereafter be brought within the jurisdiction of the Association for such purposes.

In furtherance of such purposes, the Association shall have the following powers:

- A. Perform all of the duties and obligations of the Association as set forth in that certain Declarations of Covenants, Conditions and Restrictions (the "Declaration") applicable to the property and as may be amended from time to time.
- B. Affix, levy, assess and collect, and enforce payment by any lawful means of all charges and assessments pursuant to the terms of the Declaration; and pay all expenses in connection therewith, and all office and other expenses incidental to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied on or imposed against the property of the Association.
- C. Acquire (by gift, purchase or otherwise), own, hold and improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the Association.

- D. Borrow money and, subject to the consent by vote or written instrument of two-thirds (2/3rds) of each class of members, mortgage, pledge, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.
- E. Dedicate, sell or transfer all or any part of the common areas to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed upon by the members, including, but not limited to, dedication of conservation and landscape easements. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3rds) of each class of members agreeing to such dedication, sale or transfer.
- F. Participate in mergers and consolidations with other non-profit corporations organized for the same purposes, or annex additional property or common areas, provided that any merger, consolidation or annexation shall have the consent by vote or written instrument of two-thirds (2/3rds) of each class of members.
- G. Operate and maintain common property, specifically the surface water management system, as permitted by the South Florida Water Management District, including all lakes, ponds, retention areas, drainage ditches, culverts and related appurtenances.
- H. Establish covenants and restrictions; rules and regulations; design guidelines; design standards; and similar regulations to preserve the economic and aesthetic integrity of the lots and common area.
- I. Sue and be sued.
- J. Contract for services to provide the services for operation and maintenance of common areas and common facilities.
- K. Assess lot owners and enforce unpaid assessments.
- L. Have and exercise any and all powers, rights, and privileges that a non-profit corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise, or for such purposes for which the Association is organized.

The Association is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association will be financed by assessments against members as provided in the Declaration, and no part of any net earnings of the Association will inure to the benefit of any member.

ARTICLE III

Every person or entity who is a record owner of a fee or undivided fee or equitable interest in any lot which is subject by covenants of record to assessment by the Association, excluding persons or entities holding title merely as security of performance of an obligation, shall be a member of the Association. Membership shall be appurtenant to and may not be separated from the ownership of a lot which is subject to assessment by the Association.

ARTICLE IV

The period of duration of the Association shall be perpetual.

ARTICLE V

The name and residence address of each subscriber is:

<u>NAME</u>	<u>ADDRESS</u>
Douglas A. Dodson	9800 South HealthPark Drive Suite 405 Fort Myers, FL 33908

ARTICLE VI

The affairs of the Association shall be managed by a Board of Directors who shall elect a President and Vice President (who shall at all times be members of the Board of Directors), and a Secretary and Treasurer. Such officers shall be appointed at the first meeting of the Board of Directors following each annual meeting of members.

The names of the officers who are to serve until the first appointment are:

<u>NAME</u>	<u>TITLE</u>
John T. Beckett	President
George T. Beemer	Vice President
Douglas A. Dodson	Secretary/Treasurer

ARTICLE VII

The number of persons constituting the first Board of Directors of the Association shall be three (3) and the names and addresses of the persons who shall serve as Directors until the first election are:

<u>NAME</u>	<u>ADDRESS</u>
John T. Beckett	9800 South HealthPark Drive, Suite 405 Fort Myers, FL 33908
George T. Beemer	9800 South HealthPark Drive, Suite 405 Fort Myers, FL 33908
Douglas A. Dodson	9800 South HealthPark Drive, Suite 405 Fort Myers, FL 33908

The initial directors shall be elected as stated in the by-laws.

ARTICLE VIII

The By-Laws of the Association may be made, altered, or rescinded at any annual meeting of the Association, or at any special meeting duly called for such purpose, on the affirmative vote of two-thirds (2/3rds) of each class of members existing at the time of and present at such meeting, except that the initial By-Laws of the Association shall be made and adopted by the Board of Directors.

ARTICLE IX

Amendments to these Articles of Incorporation may be proposed by any member of the Association. These Articles may be amended at any annual meeting of the Association, or at any special meeting duly called and held for such purpose, on the affirmative vote of a majority of each class of members existing at the time of, and present at such meeting.

ARTICLE X

The Association shall have two classes of voting members as follows:

Class A: - Class A members shall be all Lot owners, with the exception of Declarant. Each Lot owner shall be entitled to cast a vote either in person or by proxy, in accordance with the percentage vote appurtenant of such Lot, at all special or annual meeting of Lot owners. The number of votes for each Lot shall be determined by allocating one (1) vote for each .001 (rounded off to the nearest thousandth) of common interest attributable to said Lot, based on a fractional formula wherein the numerator is the total number of square feet contained in the Lot and the denominator is the total number of square feet contained in the aggregate of all Lots lying within the Property. The total votes assigned to each Lot at HealthPark Florida East are identified on Exhibit "C" attached to the By-Laws of HealthPark Florida East Property Owners Association, Inc. If any Lot shall be subdivided, (which shall be done only with Declarant's prior written approval), each subdivided Lot shall be entitled to vote on the same basis, applying the same numerical formula. When more than one person or entity holds an interest in any particular Lot, all such persons or entities shall be members of the Association and the vote for such Lot shall be exercised by one (1) representative as they determine among themselves.

Class B: - The Class B member shall be the Declarant, who shall be entitled to exercise a multiple of three (3) times the weighted vote allocated to each Lot. The Class B membership shall cease and be converted to Class A membership when the total votes outstanding in the Class A membership equals the total votes outstanding in the Class B membership, or when ninety (90%) percent of the property described as HealthPark Florida East and defined in Exhibit "A" attached hereto have been sold by Declarant, whichever first occurs.

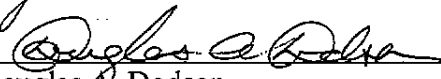
ARTICLE XI

On Dissolution, the assets of the Association, and specifically, the property consisting of the surface water management system, shall be distributed to an appropriate public agency to be used for purposes similar to those which the Association was created. In the event such distribution is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization and operated for such similar purpose.

ARTICLE XII

The name and place of residence of the Resident Agent for services of process shall be:
Douglas A. Dodson, 9800 South HealthPark Drive, Suite 405, Fort Myers, FL 33908.

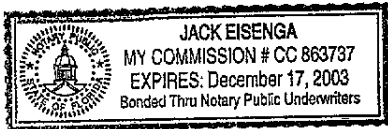
Executed this 15 day of June, 2000.

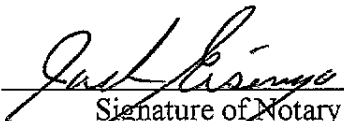

Douglas A. Dodson

STATE OF FLORIDA

COUNTY OF LEE

Execution of the foregoing instrument was acknowledged before me this
15th day of June, 2000, by DOUGLAS A. DODSON, who
is (X) personally known to me or who has () produced _____ as
identification.




Signature of Notary Public
Jack Eisenga
Printed Name of Notary Public


Commission Number: CC 863737
Commission Exp. Date: 12-17-03

**SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST - THAT HEALTHPARK FLORIDA EAST PROPERTY OWNERS
ASSOCIATION, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE
LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE ON
BUSINESS IN THE CITY OF FORT MYERS, COUNTY OF LEE, STATE OF
FLORIDA, HAS NAMED DOUGLAS A. DODSON, LOCATED AT 9800 SOUTH
HEALTHPARK DRIVE, SUITE 405, CITY OF FORTMYERS, COUNTY OF LEE,
STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.

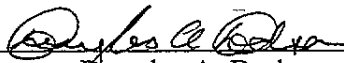
HEALTHPARK FLORIDA EAST PROPERTY
OWNERS ASSOCIATION, INC.

Signature: 
(Corporate Officer)
Douglas A. Dodson

Title: Secretary/ Treasurer

Date: June 15, 2000

HAVING BEEN NAMED TO ACCEPT SERVICES OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,
I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Signature: 
Douglas A. Dodson

Date: June 15, 2000

EXHIBIT "A"

DESCRIPTION

A TRACT OR PARCEL OF LAND LYING IN SECTION 33, TOWNSHIP 45 SOUTH, RANGE 24 EAST AND SECTION 4, TOWNSHIP 46 SOUTH, RANGE 24 EAST, LEE COUNTY, FLORIDA, BEING DESCRIBED AS FOLLOWS:

FROM THE SOUTHEAST CORNER OF SAID SECTION 33 RUN N 01° 05' 59" W ALONG THE EAST LINE OF SAID SECTION 33 FOR 433.12 FEET TO AN INTERSECTION WITH THE NORTHWESTERLY RIGHT-OF-WAY LINE OF SUMMERLIN ROAD (COUNTY ROAD 869) (225 FEET WIDE) AND THE POINT OF BEGINNING.

FROM SAID POINT OF BEGINNING RUN S 44° 17' 24" W ALONG SAID NORTHWESTERLY RIGHT-OF-WAY LINE OF SUMMERLIN ROAD FOR 3,613.16 FEET TO AN INTERSECTION WITH THE EAST RIGHT-OF-WAY LINE OF BASS ROAD (150 FEET WIDE) AS DESCRIBED IN DEED RECORDED IN OFFICIAL RECORD BOOK 2209 AT PAGE 2942 OF THE PUBLIC RECORDS OF LEE COUNTY, FLORIDA; THENCE RUN N 01° 16' 30" W ALONG SAID EAST RIGHT-OF-WAY LINE FOR 2,109.86 FEET TO AN INTERSECTION WITH THE NORTH LINE OF SAID SECTION 4, THENCE RUN N 01° 02' 25" W CONTINUING ALONG THE EAST RIGHT-OF-WAY LINE OF BASS ROAD AS DESCRIBED IN DEED RECORDED IN OFFICIAL RECORD BOOK 2413 AT PAGE 2522 OF SAID PUBLIC RECORDS FOR 1,323.90 FEET TO AN INTERSECTION WITH THE NORTH LINE OF THE SOUTH HALF (S-1/2) OF THE SOUTHEAST QUARTER (SE-1/4) OF SAID SECTION 33; THENCE RUN N 88° 58' 18" E ALONG SAID NORTH LINE FOR 2,577.29 FEET TO AN INTERSECTION WITH THE EAST LINE OF SAID SECTION 33; THENCE RUN S 01° 05' 59" E ALONG SAID SECTION LINE FOR 893.09 FEET TO THE POINT OF BEGINNING.